

Exhibit 27

| Sears Holdings Corporation | | Date: | | 10/18/2018 |
|---|----------|---------|--------------|---------------|
| Borrowing Base Certificate | | | | |
| As of October 13, 2018 | | | | |
| (millions) | | | | |
| | Sears | Kmart | Consolidated | |
| Inventory per Stock Ledger | | | \$ | 2,576.2 (1) |
| Home Services | \$ 114.6 | | \$ | 114.6 |
| Total Stock Ledger Inventory | | | \$ | 2,690.8 |
| Less Ineligible Inventory: | | | | |
| Consigned Inventory | \$ - | \$ 2.2 | \$ | 2.2 |
| Inventory in Foreign Location | \$ - | \$ - | \$ | - |
| Store Closure Sale inventory in excess of four weeks | \$ 11.9 | \$ 6.9 | \$ | 18.9 |
| Inventory paid for in advance of shipment | \$ 82.2 | \$ 1.4 | \$ | 83.7 |
| Live plants, nursery, floral | \$ - | \$ 1.3 | \$ | 1.3 |
| Seafood | \$ - | \$ - | \$ | - |
| Restaurant | \$ - | \$ 0.3 | \$ | 0.3 |
| Readers Market | \$ - | \$ 1.6 | \$ | 1.6 |
| Wholesaler Frt/Fees | \$ - | \$ - | \$ | - |
| Gasoline | \$ - | \$ - | \$ | - |
| 50% Home Services | \$ 57.3 | \$ - | \$ | 57.3 |
| Other | \$ - | \$ - | \$ | - |
| Eligible Inventory before Reserves | | | \$ | 2,525.6 |
| Less Inventory Reserves: | | | | |
| Shrink | \$ - | \$ - | \$ | - |
| In-Transit Reserve | \$ 103.3 | \$ 41.2 | \$ | 144.6 (2) |
| Total Imported In-Transit Inventory | \$ 103.3 | \$ 41.2 | \$ | 144.6 |
| % Relating to SRAC L/C's | 7.4% | 7.4% | | |
| SRAC L/C's | \$ 7.7 | \$ 3.1 | \$ | 10.7 |
| Add: SRAC L/C's (net of 2.73% reserve) | \$ 7.5 | \$ 3.0 | \$ | 10.4 |
| Net Eligible Inventory | | | \$ | 2,391.5 |
| NOLV | | | | 88.70% |
| Advance Rate | | | | 7.50% |
| Inventory Availability | | | \$ | 159.1 |
| Add Back | | | \$ | 150.0 |
| DIP Borrowing Base before reserves | | | \$ | 309.09 |
| Availability Reserves not reserved in the Prepetition | | | \$ | - |
| Carve Out Reserve | | | | |
| Post Trigger Notice Carve-Out Fee Cap | | | \$ | (20.0) |
| Trustee Fees | | | \$ | - |
| Professional Fees | | | \$ | (26.0) |
| Borrowing Base | | | \$ | 263.1 |

(1) Includes inventory in trailers on premises at DCs.

(2) Adjusted for Decon to DC Inventory (net of reserves)

Submitted by sears Roebuck Acceptance Corp. and Kmart Coporation on this 18th day of October 2018.

Sears Roebuck Acceptance Corp

By:

Title: SVP, Finance, Corporate Controller and Risk Management

Kmart Corporation

By:

Title: SVP, Finance, Corporate Controller and Risk Management

| Sears Holdings Corporation | | Date: 10/18/2018 |
|--|------------------|-----------------------|
| <u>Availability Calculation</u> | | |
| Beginning Revolving Principal Balance | | \$ 836,034,649 |
| Add prior days advance | | - |
| Add fees charged today | | - |
| Less prior day's pay down | | - |
| Ending Revolving Principal | | \$ 836,034,649 |
| Add Letters of Credit | | |
| Commercial L/C | | |
| Standby L/C | | \$123,567,481 |
| Term Loan Outstanding | | \$0 |
| 2016 Term Loan Outstanding | | \$570,776,250 |
| Total liability prior to request | | \$ 1,530,378,381 |
| (a) Aggregate Revolving Commitments | \$ 1,500,000,000 | |
| (b) Term Loan Outstanding | \$ - | |
| (c) 2016 Term Loan | \$ 570,776,250 | |
| (d) Borrowing Base | \$ 1,669,060,148 | |
| Lesser of ((a) + (b) + (c)) or (d) | \$ 1,669,060,148 | |
| Capped Excess Availability prior to today's request | | \$ 138,681,768 |
| Advance Request | | |
| Capped Excess Availability after today's request | | \$ 138,681,768 |
| <p>The undersigned, an Authorized Officer of Sears Holdings Corporation ("Holdings"), represents and warrants that (A) the information set forth above (i) is true and correct in all material respects (it being understood that any weekly Borrowing Base Certificate shall constitute the Loan Parties' best estimates of Net Eligible Inventory and other items, as applicable), (ii) has been prepared in accordance with the requirements of that certain Third Amended and Restated Credit Agreement dated February 10, 2017 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), by, among others, (1) Holdings, (2) Kmart Corporation and Sears Roebuck Acceptance Corp., as Borrowers, (3) the Lenders party thereto, (4) Bank of America, N.A., as Administrative Agent (in such capacity, the "Agent"), and (5) Bank of America, N.A. and Wells Fargo Bank, National Association, as Co-Collateral Agents, and (iii) is based on supporting documentation that is satisfactory to the Agent, and (B) no Default or Event of Default (as such terms are defined in the Credit Agreement) has occurred and is outstanding.</p> <p>Authorized Signer: _____</p> <p>By: _____</p> <p>Name: Robert Phelan</p> <p>Title: SVP, Finance, Corporate Controller and Risk Management</p> | | |

| Sears Holdings Corporation | | | Date: | 10/18/2018 |
|---|----------|---------|--------------|-------------|
| Borrowing Base Certificate | | | | |
| As of October 13, 2018 | | | | |
| (millions) | | | | |
| | Sears | Kmart | Consolidated | |
| Inventory per Stock Ledger | | | \$ | 2,576.2 (1) |
| Home Services | \$ 114.6 | | \$ | 114.6 |
| Total Stock Ledger Inventory | | | \$ | 2,690.8 |
| Less Ineligible Inventory: | | | | |
| Consigned Inventory | \$ - | \$ 2.2 | \$ | 2.2 |
| Inventory in Foreign Location | \$ - | \$ - | \$ | - |
| Store Closure Sale inventory in excess of four weeks | \$ 11.9 | \$ 6.9 | \$ | 18.9 |
| Inventory paid for in advance of shipment | \$ 82.2 | \$ 1.4 | \$ | 83.7 |
| Live plants, nursery, floral | \$ - | \$ 1.3 | \$ | 1.3 |
| Seafood | \$ - | \$ - | \$ | - |
| Restaurant | \$ - | \$ 0.3 | \$ | 0.3 |
| Readers Market | \$ - | \$ 1.6 | \$ | 1.6 |
| Wholesaler Frt/Fees | \$ - | \$ - | \$ | - |
| Gasoline | \$ - | \$ - | \$ | - |
| 50% Home Services | \$ 57.3 | \$ - | \$ | 57.3 |
| Other | \$ - | \$ - | \$ | - |
| Eligible Inventory before Reserves | | | \$ | 2,525.6 |
| Less Inventory Reserves: | | | | |
| Shrink | \$ - | \$ - | \$ | - |
| In-Transit Reserve | \$ 103.3 | \$ 41.2 | \$ | 144.6 (2) |
| Total Imported In-Transit Inventory | \$ 103.3 | \$ 41.2 | \$ | 144.6 |
| % Relating to SRAC L/C's | 7.4% | 7.4% | | |
| SRAC L/C's | \$ 7.7 | \$ 3.1 | \$ | 10.7 |
| Add: SRAC L/C's (net of 2.73% reserve) | \$ 7.5 | \$ 3.0 | \$ | 10.4 |
| Net Eligible Inventory | | | \$ | 2,391.5 |
| NOLV | | | | 88.70% |
| Advance Rate (Lesser of 70% or 80% of NOLV) | | | | 70.00% |
| Inventory Availability | | | \$ | 1,674.0 |
| Eligible Credit Card Receivables | \$ 41.1 | \$ 13.7 | \$ | 54.8 |
| Advance Rate | | | | 85% |
| Credit Card Availability | | | \$ | 46.5 |
| Pharmacy Accounts Receivable | \$ - | \$ 14.5 | \$ | 14.5 |
| Less Ineligibles: | | | | |
| Outstanding for more than 90 days past invoice date or 60 days past due | | \$ 2.5 | \$ | 2.5 |
| Cross-Age | | \$ 1.0 | \$ | 1.0 |
| Disputed Pharmacy Receivables | | | \$ | - |
| Medicare, Medicaid, or other Governmental Authorities | | \$ 0.5 | \$ | 0.5 |
| Pharmacy Receivables due from outside United States | | | \$ | - |
| Other | | | \$ | - |
| Net Eligible Pharmacy Accounts Receivable | | | | 10.5 |
| Advance Rate | | | | 85% |
| Third Party Pharmacy Accounts Receivable Availability | | | | 8.9 |
| Availability Reserves | | | | |
| Gift Card Liability (50%) | \$ 16.7 | \$ 2.8 | \$ | 19.5 |
| 2 Months Store Rent Reserve (Landlord Lien States WA, VA, PA) | \$ 2.1 | \$ 3.5 | \$ | 5.7 |
| Unshipped Customer Deposits (15%) | \$ 15.0 | \$ 0.2 | \$ | 15.3 |
| DC Rent Reserve (2 months) | \$ 1.4 | \$ 1.9 | \$ | 3.3 |
| PACA/PASA | \$ - | \$ 0.0 | \$ | 0.0 |
| Credit Card Receivables owed to PR | \$ 0.1 | \$ 0.0 | \$ | 0.1 |
| SHIP Customer Deposits | \$ 15.0 | \$ - | \$ | 15.0 |
| Installation Customer Deposits | \$ 1.6 | \$ - | \$ | 1.6 |
| Reserve for FILO | \$ - | \$ - | \$ | - |
| Borrowing Base | | | \$ | 1,669.1 |

(1) Includes inventory in trailers on premises at DCs.

(2) Adjusted for Decon to DC Inventory (net of reserves)

| Sears Holdings Corporation | | Date: | | 10/18/2018 |
|--|----------|---------|--------------|----------------|
| FILO Borrowing Base Certificate | | | | |
| As of October 13, 2018 | | | | |
| (millions) | | Sears | Kmart | Consolidated |
| Inventory per Stock Ledger | | | | \$ 2,576.2 (1) |
| Home Services | \$ 114.6 | | | \$ 114.6 |
| Total Stock Ledger Inventory | | | | \$ 2,690.8 |
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| Live plants, nursery, floral | \$ - | \$ 1.3 | \$ 1.3 | |
| Seafood | \$ - | \$ - | \$ - | |
| Restaurant | \$ - | \$ 0.3 | \$ 0.3 | |
| Readers Market | \$ - | \$ 1.6 | \$ 1.6 | |
| Wholesaler Frt/Fees | \$ - | \$ - | \$ - | |
| Gasoline | \$ - | \$ - | \$ - | |
| 50% Home Services | \$ 57.3 | \$ - | \$ 57.3 | |
| Other | \$ - | \$ - | \$ - | |
| Eligible Inventory before Reserves | | | | \$ 2,525.6 |
| Less Inventory Reserves: | | | | |
| Shrink | \$ - | \$ - | \$ - | |
| In-Transit Reserve | \$ 103.3 | \$ 41.2 | \$ 144.6 (2) | |
| Total Imported In-Transit Inventory | \$ 103.3 | \$ 41.2 | \$ 144.6 | |
| % Relating to SRAC L/C's | 7.4% | 7.4% | | |
| SRAC L/C's | \$ 7.7 | \$ 3.1 | \$ 10.7 | |
| Add: SRAC L/C's (net of 2.73% reserve) | \$ 7.5 | \$ 3.0 | \$ 10.4 | |
| Net Eligible Inventory | | | | \$ 2,391.5 |
| NOLV | | | | 88.70% |
| FILO Advance Rate | | | | 10.00% |
| Inventory Availability | | | | \$ 212.1 |
| ACH limit | | | | \$ 100.0 |
| P-card limit | | | | \$ 12.5 |
| BAML Bank Products and Cash Management Services | | | | \$ 112.5 |
| Total Reserves @ 50.0% | | | | \$ 56.3 |
| FILO Borrowing Base | | | | \$ 155.9 |
| FILO Outstanding | | | | \$ 125.0 |
| FILO Borrowing Base cushion/(shortfall) | | | | \$ 30.9 |

(1) Includes inventory in trailers on premises at DCs.

(2) Adjusted for Decon to DC Inventory (net of reserves)

Borrowing Base Certificate
Week 36 Update
 As of 10/13/2018

11/10/2017

| | Sears | Kmart | Consolidated | Division | Stock ledger location | Stock ledger account | Division |
|--|-------------|------------|---------------|----------|----------------------------|----------------------|----------|
| Input from stock ledger reports | | | | | | | |
| Domestic total stock ledger inventory | | | 2,686,556,594 | | 60503 | 00212 | |
| Accounting Adjustment stock ledger inventory | | | (4,018,508) | | 60504 | 00212 | 0530 |
| Other | | | (397,801) | | | | |
| Net Layaway | | | 1,869,204 | | *See "Layaway" tab | | |
| Trailer reserve/LC adjustment | | | (1,238,002) | | *See "Trailers at DCs" tab | | |
| Total Stock Ledger Inventory | | | 2,690,810,504 | | calc | | |
| Home Services | 114,592,219 | | | | 60528 | 00212 | |
| Seafood | | - | | Div 774 | 60503 | 00212 | |
| Restaurant | | 339,292 | | Div 51 | 60503 | 00212 | |
| Wholesaler Fru/Fees | | - | | Div 74 | 60503 | 00212 | |
| Gasoline | | - | | Div 79 | 60503 | 00212 | |
| In-Transit inventory | 121,557,642 | 47,445,982 | 169,003,624 | | Sears 60361 | | |
| Decon to DC inventory | 18,250,295 | 6,202,378 | 24,452,674 | | Kmart 60597 | 00212 | |
| In-transit reserve | 103,307,347 | 41,243,603 | 144,550,950 | | *See "Decon to DC" tab | | |

Input from EIS

| | | | |
|--------------------|-------------|-----------|------------------------------|
| Live plants | 1,201,391.0 | 1,263,229 | Live Plants, nursery, floral |
| Decorative Flowers | 61,838.0 | | |
| Readers Market | 1,584,461.0 | | |

SHC cube pulls

| | Internal Analysis TOTSHC TOTAL SHC DIVI Sears Segment | Internal Analysis TOTSHC TOTAL SHC DIVI Kmart Segment | Internal Analysis TOTSHC TOTAL SHC DIVI Builder Distributors | Internal Analysis TOTSHC TOTAL SHC DIVI Services | Internal Analysis TOTSHC TOTAL SHC DIVI Kmart Accounting A | Internal Analysis TOTSHC TOTAL SHC DIVI Accounting Adjustments | |
|---|--|--|--|--|--|--|---|
| 24165 UNSHIPPED SALES RESERVE 2018 Actuals HTD(Oct) | (102,879,243) | (1,428,173) | (27,102,170) | (1,611,767) | (3) | (20,638,296) | (20,638,293) Inventory paid for in advance of shipment (83,669,120) |
| 24166 CROSSFORMAT UNSHIPPED SALES 2018 Actuals HTD(Oct) | - | (5) | - | - | (5) | (9) | |
| | Internal Analysis TOTSHC TOTAL SHC DIVI 2018 Actuals HTD(Oct) | Internal Analysis TOTSHC TOTAL SHC DIVI 2018 Actuals HTD(Oct) | Internal Analysis TOTSHC TOTAL SHC DIVI 2018 Actuals HTD(Oct) | Internal Analysis TOTSHC TOTAL SHC DIVI 2018 Actuals HTD(Oct) | Internal Analysis TOTSHC TOTAL SHC DIVI 2018 Actuals HTD(Oct) | Internal Analysis TOTSHC TOTAL SHC DIVI 2018 Actuals HTD(Oct) | |
| 12770 CONSIGNMENT MDSE INV - CONTRA | - | 2,200,000 | 2,200,000 | | | | Unshipped Margin % 33.78% |
| 21240 SEARS GIFT CARDS | (32,930,818) | 7,765 | (32,923,053) | | | | Unshipped Margin Non-Qtr period (18,082,435) |
| 21250 K MART GIFT CARDS | (16,490) | (5,578,811) | (5,595,301) | | | | Total Sales Reserve with Correct Adj Mar (101,751,550) |
| 21248 GC LIABILITY-SEARS PUERTO RICO | (285,510) | - | (285,510) | | | | Unshipped Customer Deposits (15%) 15,262,732 |
| 21247 GC LIABILITY-KMART PUERTO RICO | (128,576) | (9,142) | (137,718) | | | | |
| Total | (33,361,394) | (5,580,188) | (38,941,582) | | | | Correct Balance Consignment \$ (2,200,000.00) |
| 50% | (16,680,697) | (2,790,094) | (19,470,791) | | | | Stock Ledger \$ 2,200,000.00 |
| | | | | | | | Correction to post in week 37 report \$ (4,400,000.00) |
| Businesses updated at month end in reporting systems | | | | | | | |
| | Reporting Divisions Internal Analysis | Reporting Divisions Internal Analysis | | | | | |
| | 2018 Actuals HTD(Sep) | 2018 Actuals HTD(Oct) | | | | | |
| Home Improvement Service Units | Inventory @ Cost GP Cal | Inventory @ Cost GP Calculation (SL A01016) | | | | | |
| Builder Distributors | 4,264,413 | 4,264,413 | | | | | |
| | 54,207,129 | 54,207,129 | | | | | |
| | 58,471,542 | 58,471,542 | | | | | |

Prior month total stock ledger inventory 2,733,962,212
 % to total stock ledger 2.1%

Credit Card Receivables - Treasury Cash Inflow Forecast

Credit Card Sales Expected after Period End
 Based on Forecasted Totals (millions)

| | Sears Date of Sale | 10/10/2018 | 10/11/2018 | 10/12/2018 | 10/13/2018 | Total | Kmart Date of Sale | 10/10/2018 | 10/11/2018 | 10/12/2018 | 10/13/2018 | Total |
|-------------------------|-----------------------|------------|------------|------------|------------|-------|-----------------------|------------|------------|------------|------------|-------|
| Credit Card Vendor/Type | | | | | | | | | | | | |
| Citi | | 0.99 | | 1.45 | 5.91 | 8.34 | - | - | - | - | - | - |
| FDMS | | 5.10 | | 5.71 | 8.38 | 19.19 | - | 1.64 | 1.91 | 2.34 | 5.90 | 5.90 |
| PIN Debit | | 0.82 | | 2.37 | 3.98 | 7.17 | - | 1.19 | 3.03 | 3.58 | 7.80 | 7.80 |
| Other 3P (Amex, etc) | | 1.54 | 1.56 | 1.53 | 1.75 | 6.38 | - | - | - | - | - | - |
| Week 36 | | 1.54 | 8.46 | 11.05 | 20.02 | 41.07 | - | 2.83 | 4.94 | 5.92 | 13.69 | 13.69 |
| | | | | | | | | | | | | 54.8 |

Letter of Credit % - OTW In-transit

| | | | |
|----------------|---|--------------------|-------|
| 162,848,144.99 | W | Wire | 92.6% |
| 13,072,768.50 | L | L.C | 7.4% |
| 15,575.50 | F | Free goods | 0.0% |
| 175,936,488.99 | | OTW As of 10/13/18 | |

Sears Holdings Corporation**Borrowing Base Certificate****Trailers at DCs**

Fiscal 2018 - Week 36

| Network | Cost on Lot October 13 | Sears | Kmart |
|--|---------------------------|-----------------|------------------|
| RDC | \$1,118,975 | | |
| RSC | \$736,885 | | |
| DDC | \$1,392,143 | | |
| RRC | \$372,704 | | |
| Total | \$3,620,707 | \$ 1,764,847 | \$ 1,855,860 |
| Inventory Reserve (28.91%) | 1,046,746 | 510,217 | 536,529 |
| SRAC L/C % | 7.4% | 7.4% | 7.4% |
| SRAC L/C | \$ 191,255.32 | \$ 93,223.88 | \$ 98,031.43 (T) |
| Trailer inventory on premises excluding SRAC L/C | \$ 2,382,705.11 | \$ 1,161,405.72 | \$ 1,221,299.39 |

Assumes same L/C % as Total Import In-Transit Inventory

Sears Holdings Corporation
Borrowing Base Certificate
Deconsolidation Centers to DC Inventory
Fiscal 2018 - Week 36

| | Cost on Lot October 13 | Sears | Kmart |
|---|-----------------------------------|----------------------|-------------------------|
| Total | \$ 25,208,942 | \$ 18,814,737 | \$ 6,394,205 |
| Transportation reserve (3%) | 756,268 | 564,442 | 191,826 |
| Reduction to Import In-Transit Reserve | \$ 24,452,674 | \$ 18,250,295 | \$ 6,202,378 (U) |

Sears Holdings Corporation
Layaway Inventory/Deposits

Fiscal 2018 - Week 35

| | | Amount |
|---------------------------------------|--------------------------------------|---------------------|
| 33043 PUERTO RICO - H.O. LEDGER | 12546 INVENTORY ADJ - LAYAWAY | 1,973,744 |
| 35355 RETAIL ACTG ADJ SEARS | 12546 INVENTORY ADJ - LAYAWAY | 9,730,645 |
| 36804 SEARS OPER,LLC(PR) | 12546 INVENTORY ADJ - LAYAWAY | 813,595 |
| 35486 CORPORATE ACCT ADJ SE | 12546 INVENTORY ADJ - LAYAWAY | 10,025,107 |
| 36802 SEARS OPER,LLC | 12546 INVENTORY ADJ - LAYAWAY | 5,361,832 |
| 36802 SEARS OPER,LLC | 12546 INVENTORY ADJ - LAYAWAY | 27,904,923 |
| Kmart Operations | 12546 INVENTORY ADJ - LAYAWAY | 10,157,150 |
| 33043 PUERTO RICO - H.O. LEDGER | 24273 LAYAWAY DEPOSITS | (2,339,799) |
| 35355 RETAIL ACTG ADJ SEARS | 24273 LAYAWAY DEPOSITS | (13,137,612) |
| 36804 SEARS OPER,LLC(PR) | 24273 LAYAWAY DEPOSITS | (964,485) |
| 35486 CORPORATE ACCT ADJ SE | 24273 LAYAWAY DEPOSITS | (9,680,638) |
| 36802 SEARS OPER,LLC | 24273 LAYAWAY DEPOSITS | (6,356,248) |
| 36802 SEARS OPER,LLC | 24273 LAYAWAY DEPOSITS | (32,478,782) |
| Kmart Operations | 24273 LAYAWAY DEPOSITS | (3,714,087) |
| Layaway inventory @ cost | | 38,062,073 |
| Layaway customer deposits | | (36,192,869) |
| Layaway @ cost less Customer Deposits | | 1,869,204 |

Sears Holdings Corporation
Borrowing Base Certificate
Customer Deposits
As of 10/6/2018

| | Amount |
|-----------------------------|---------------|
| 23355 CUSTOMER DEPOSITS | (15,007,985) |
| 23180 INSTALL SALES ACCR/RE | (1,636,358) |

Sears Holdings Corporation
Borrowing Base Certificate
Closing Store Reserve
Fiscal 2018 - Week 36
Amounts in ones

| Store | Location | Type | Start of | | | | Closing Week | Balance | |
|------------------------------|-----------------------------|-----------|-------------------|------------|---------------|-------|------------------------|---------|--|
| | | | Start of GOB Date | GOB (Week) | Closing Date | | | | |
| 1091 | Oklahoma city, OK | Full-Line | 07/13/18 (23) | 18.23 | 09/30/18 (35) | 18.37 | (145,438.28) | x | |
| 1265 | Virginia beach, VA | Full-Line | 07/13/18 (23) | 18.23 | 09/30/18 (35) | 18.37 | (66,087.96) | x | |
| 1490 | Troy, MI | Full-Line | 07/13/18 (23) | 18.23 | 09/30/18 (35) | 18.37 | (189,235.21) | x | |
| 1615 | Chesapeake, VA | Full-Line | 07/13/18 (23) | 18.23 | 09/30/18 (35) | 18.37 | (113,087.44) | x | |
| 1698 | Newark, CA | Full-Line | 07/13/18 (23) | 18.23 | 09/30/18 (35) | 18.37 | (448,334.48) | x | |
| 1012 | Des Moines, IA | Full-Line | 07/26/18 (25) | 18.25 | 10/14/18 (37) | 18.39 | (136,281.42) | x | |
| 1355 | Altamonte springs, FL | Full-Line | 08/02/18 (26) | 18.26 | 09/30/18 (35) | 18.37 | (166,783.37) | x | |
| 1623 | Clay, NY | Full-Line | 08/02/18 (26) | 18.26 | 09/30/18 (35) | 18.37 | (96,940.32) | x | |
| 1040 | Eau claire, WI | Full-Line | 09/07/18 (31) | 18.31 | 11/25/18 (43) | 18.45 | (343,604.16) | x | |
| 1067 | Houston - memorial, TX | Full-Line | 09/07/18 (31) | 18.31 | 11/25/18 (43) | 18.45 | (1,004,059.66) | x | |
| 1119 | Happy valley / portland, OR | Full-Line | 09/07/18 (31) | 18.31 | 11/25/18 (43) | 18.45 | (787,951.33) | x | |
| 1305 | Savannah, GA | Full-Line | 09/07/18 (31) | 18.31 | 11/25/18 (43) | 18.45 | (564,290.83) | x | |
| 1385 | Atlanta, GA | Full-Line | 09/07/18 (31) | 18.31 | 11/25/18 (43) | 18.45 | (820,056.76) | x | |
| 1554 | Mays landing, NJ | Full-Line | 09/07/18 (31) | 18.31 | 11/25/18 (43) | 18.45 | (690,417.66) | x | |
| 1560 | Dayton, OH | Full-Line | 09/07/18 (31) | 18.31 | 11/25/18 (43) | 18.45 | (593,387.30) | x | |
| 1610 | Cincinnati - northgate, OH | Full-Line | 09/07/18 (31) | 18.31 | 11/25/18 (43) | 18.45 | (462,181.90) | x | |
| 1805 | Raleigh - crabtree, NC | Full-Line | 09/07/18 (31) | 18.31 | 11/25/18 (43) | 18.45 | (581,674.39) | x | |
| 1814 | Fairfax, VA | Full-Line | 09/07/18 (31) | 18.31 | 11/25/18 (43) | 18.45 | (555,099.74) | x | |
| 1830 | Fort wayne, IN | Full-Line | 09/07/18 (31) | 18.31 | 11/25/18 (43) | 18.45 | (847,171.96) | x | |
| 1888 | West jordan, UT | Full-Line | 09/07/18 (31) | 18.31 | 11/25/18 (43) | 18.45 | (475,613.60) | x | |
| 2016 | Hammond, LA | Full-Line | 09/07/18 (31) | 18.31 | 11/25/18 (43) | 18.45 | (311,629.73) | x | |
| 2050 | Jackson, MI | Full-Line | 09/07/18 (31) | 18.31 | 11/25/18 (43) | 18.45 | (464,752.48) | x | |
| 2065 | Brunswick, GA | Full-Line | 09/07/18 (31) | 18.31 | 11/25/18 (43) | 18.45 | (243,720.55) | x | |
| 2308 | Santa cruz, CA | Full-Line | 09/07/18 (31) | 18.31 | 11/25/18 (43) | 18.45 | (461,563.30) | x | |
| 2358 | Flagstaff, AZ | Full-Line | 09/07/18 (31) | 18.31 | 11/25/18 (43) | 18.45 | (205,663.92) | x | |
| 2361 | Grand junction, CO | Full-Line | 09/07/18 (31) | 18.31 | 11/25/18 (43) | 18.45 | (317,912.67) | x | |
| 2432 | La crosse, WI | Full-Line | 09/07/18 (31) | 18.31 | 11/25/18 (43) | 18.45 | (269,652.05) | x | |
| 2547 | College station - bryan, TX | Full-Line | 09/07/18 (31) | 18.31 | 11/25/18 (43) | 18.45 | (285,728.78) | x | |
| 2840 | Bloomington, IL | Full-Line | 09/07/18 (31) | 18.31 | 11/25/18 (43) | 18.45 | (272,862.66) | x | |
| 1202 | Beavercreek, OH | Full-Line | 09/21/18 (33) | 18.33 | 12/09/18 (45) | 18.47 | (354,628.03) | x | |
| 1327 | Baytown, TX | Full-Line | 09/21/18 (33) | 18.33 | 12/09/18 (45) | 18.47 | (515,938.69) | x | |
| 2077 | Tyler, TX | Full-Line | 09/21/18 (33) | 18.33 | 12/09/18 (45) | 18.47 | (465,862.52) | x | |
| 1003 | Salem, NH | Full-Line | 09/27/18 (34) | 18.34 | 11/25/18 (43) | 18.45 | (467,610.08) | x | |
| 1273 | Holyoke, MA | Full-Line | 09/27/18 (34) | 18.34 | 11/25/18 (43) | 18.45 | (769,438.03) | x | |
| 1465 | Tampa - university, FL | Full-Line | 09/27/18 (34) | 18.34 | 11/25/18 (43) | 18.45 | (602,513.46) | x | |
| 1584 | Victor, NY | Full-Line | 09/27/18 (34) | 18.34 | 11/25/18 (43) | 18.45 | (566,875.07) | x | |
| 1715 | Doral / miami, FL | Full-Line | 09/27/18 (34) | 18.34 | 11/25/18 (43) | 18.45 | (1,233,073.94) | x | |
| 1730 | Florence, KY | Full-Line | 09/27/18 (34) | 18.34 | 11/25/18 (43) | 18.45 | (531,347.31) | x | |
| 2239 | Vancouver, WA | Full-Line | 09/27/18 (34) | 18.34 | 11/25/18 (43) | 18.45 | (591,636.22) | x | |
| 2443 | Manchester, NH | Full-Line | 09/27/18 (34) | 18.34 | 11/25/18 (43) | 18.45 | (501,253.65) | x | |
| 2453 | Queensbury / glen falls, NY | Full-Line | 09/27/18 (34) | 18.34 | 11/25/18 (43) | 18.45 | (334,289.37) | x | |
| 2695 | Naples, FL | Full-Line | 09/27/18 (34) | 18.34 | 11/25/18 (43) | 18.45 | (430,724.86) | x | |
| 2933 | New hyde park, NY | Full-Line | 09/27/18 (34) | 18.34 | 11/25/18 (43) | 18.45 | (1,180,285.05) | x | |
| 2934 | Taunton, MA | Full-Line | 09/27/18 (34) | 18.34 | 11/25/18 (43) | 18.45 | (272,655.27) | x | |
| 1290 | Niles, IL | Full Line | 09/28/18 (34) | 18.34 | 12/16/18 (46) | 18.48 | (822,494.24) | x | |
| 1343 | Cambridge, MA | Full-Line | 10/11/18 (36) | 18.36 | 12/09/18 (45) | 18.47 | (744,241.72) | x | |
| 2323 | Hyannis, MA | Full-Line | 10/11/18 (36) | 18.36 | 12/09/18 (45) | 18.47 | (729,111.58) | x | |
| 2354 | Vienna / parkersburg, WV | Full-Line | 10/11/18 (36) | 18.36 | 12/09/18 (45) | 18.47 | (389,106.36) | x | |
| 1205 | Pompano beach, FL | Full Line | 10/18/18 (37) | 18.37 | 12/16/18 (46) | 18.48 | (593,024.58) | x | |
| 1504 | Williamsville, NY | Full Line | 10/18/18 (37) | 18.37 | 12/16/18 (46) | 18.48 | (381,912.76) | x | |
| Total Sears Full-Line | | | | | | | (24,399,206.70) | | |
| 4814 | Havre, MT | Kmart | 07/12/18 (23) | 18.23 | 09/30/18 (35) | 18.37 | (118,771.12) | x | |
| 9389 | Las Vegas, NV | Kmart | 07/12/18 (23) | 18.23 | 09/30/18 (35) | 18.37 | (388,260.18) | x | |
| 3894 | Elko, NV | Kmart | 07/26/18 (25) | 18.25 | 10/14/18 (37) | 18.39 | (14,150.93) | x | |
| 7195 | Goleta, CA | Kmart | 07/26/18 (25) | 18.25 | 10/14/18 (37) | 18.39 | (78,290.99) | x | |
| 9419 | Middle village, NY | Kmart | 07/26/18 (25) | 18.25 | 10/14/18 (37) | 18.39 | (226,209.15) | x | |
| 3413 | Kent, WA | Kmart | 08/16/18 (28) | 18.28 | 10/14/18 (37) | 18.39 | (85,268.78) | x | |
| 4937 | Chillicothe, OH | Kmart | 08/16/18 (28) | 18.28 | 11/04/18 (40) | 18.42 | (425,221.62) | x | |
| 3076 | Spring valley, CA | Kmart | 08/30/18 (30) | 18.30 | 11/04/18 (40) | 18.42 | (475,553.68) | x | |
| 4483 | Annandale, VA | Kmart | 08/30/18 (30) | 18.30 | 11/18/18 (42) | 18.44 | (441,700.52) | x | |
| 3495 | Milford, CT | Kmart | 09/06/18 (31) | 18.31 | 11/25/18 (43) | 18.45 | (560,343.70) | x | |
| 3582 | Clovis, CA | Kmart | 09/06/18 (31) | 18.31 | 11/25/18 (43) | 18.45 | (674,840.09) | x | |
| 3800 | Newark, DE | Kmart | 09/06/18 (31) | 18.31 | 11/25/18 (43) | 18.45 | (525,209.63) | x | |
| 4435 | Gresham, OR | Kmart | 09/06/18 (31) | 18.31 | 11/25/18 (43) | 18.45 | (585,322.45) | x | |
| 4762 | Antioch, CA | Kmart | 09/06/18 (31) | 18.31 | 11/25/18 (43) | 18.45 | (665,757.52) | x | |
| 4863 | Gillette, WY | Kmart | 09/06/18 (31) | 18.31 | 11/25/18 (43) | 18.45 | (520,125.44) | x | |
| 7021 | Cape girardeau, MO | Kmart | 09/06/18 (31) | 18.31 | 11/25/18 (43) | 18.45 | (503,695.33) | x | |
| 7289 | Steger, IL | Kmart | 09/06/18 (31) | 18.31 | 11/25/18 (43) | 18.45 | (657,598.51) | x | |
| 3724 | Scott depot, WV | Kmart | 09/27/18 (34) | 18.34 | 11/25/18 (43) | 18.45 | (491,804.95) | x | |
| 4868 | Riverhead, NY | Kmart | 09/27/18 (34) | 18.34 | 11/25/18 (43) | 18.45 | (686,670.49) | x | |
| 7225 | Los angeles, CA | Kmart | 09/27/18 (34) | 18.34 | 11/25/18 (43) | 18.45 | (1,029,550.30) | x | |
| 7719 | Columbus, MS | Kmart | 09/27/18 (34) | 18.34 | 11/25/18 (43) | 18.45 | (563,090.58) | x | |
| 3531 | Pinole, CA | Kmart | 10/11/18 (36) | 18.36 | 12/09/18 (45) | 18.47 | (715,419.17) | x | |
| 3396 | Poughkeepsie, NY | Kmart | 10/18/18 (37) | 18.37 | 12/16/18 (46) | 18.48 | (833,685.26) | x | |
| Total Kmart | | | | | | | (11,266,540.39) | | |

Start of GOB in excess of 4 weeks

| | | |
|-----------------|----------------|-----------------|
| Sears | Kmart | Consolidated |
| (11,921,183.91) | (6,946,319.64) | (18,867,503.55) |

(9)

**Sears Holdings Corporation
Borrowing Base Certificate
Stock Ledger Reconciliation
As of 10/6/2018**

A04103 Merchandise Sales

774,938,802

Sears Holdings Corporation
Borrowing Base Certificate
Stock Ledger Reconciliation
As of 10/6/2018

| | | | | | (Remove from S/L) | (Remove from S/L) | ON THE WATER | ON THE WATER | ON THE WATER |
|---------------------------------------|-----------------|-----------------|-----------------|---------------|------------------------------|------------------------------|-----------------|--------------------------|-----------------|
| | A | B | A+B | E | | F | C | C1 | D |
| | Kmart | Sears | Total | Home Services | Kmart Accounting Adjustments | Total Accounting Adjustments | Sears Logistics | Lands' End (Import Only) | Kmart Logistics |
| 12110 Opening Inventory | 1,120,610,588 | 1,749,507,110 | 2,870,117,698 | 115,971,612 | (8,814,820) | (25,101,221) | 64,577,831 | - | 62,753,063 |
| 12134 LOCAL PURCHASES | - | 23,643,938 | 23,643,938 | (127,403) | - | - | - | - | - |
| 12135 Store Receipts | 1,384,185,182 | 6,342,501,735 | 7,726,686,917 | 320,624,776 | 3,532 | 3,532 | - | - | - |
| 12136 Intransit to Store | 17,431,160 | 5,247,592 | 22,678,752 | - | - | - | - | - | - |
| 12137 THIRD PARTY WHS MDSE IN TRANSIT | (17,431,030) | (5,247,592) | (22,678,622) | - | - | - | - | - | - |
| 12138 Outlet Reduced Cost | - | - | - | - | - | - | - | - | - |
| 12141 Inventory Receipts-Prior Cycle | (397,069) | - | (397,069) | - | - | - | - | - | - |
| 12142 Royalties-Direct | 262 | - | 262 | - | - | - | - | - | - |
| 12145 PY Yr Inv ADJ PY Codes | - | 142,533 | 142,533 | - | - | - | - | - | - |
| 12146 PA PARTS | - | (49,425,050) | (49,425,050) | (49,394,196) | - | - | - | - | - |
| 12149 Store Receipts Sears - Contra | - | - | - | - | - | - | - | - | - |
| 12150 Invent COGS - Cost Depts | (14,171,375) | 1,462,564 | (12,708,811) | - | - | - | - | - | - |
| 12155 Invent COGS - Retail Depts | (1,207,792,231) | (1,783,736,123) | (2,991,528,354) | (112,398,771) | - | - | - | - | - |
| 12156 Inventory COGS Sears - Contra | 10,875,606 | - | 10,875,606 | - | - | - | - | - | - |
| 12157 Invent COGS - OEM IW Parts | - | (834,131) | (834,131) | (834,207) | - | - | - | - | - |
| 12166 Invent COGS - Unshipped Sales | - | (1,297,205) | (1,297,205) | 132,502 | - | - | - | - | - |
| 12190 Contra Freight | (4,633) | 110 | (4,523) | 110 | - | - | - | - | - |
| 12192 Outbnd Crossdock Freight-Store | 5,170,877 | 25,474,296 | 30,645,163 | - | - | - | - | - | - |
| 12193 Inbound Freight-Store | 27,791,121 | 142,595,398 | 170,386,519 | 21,723,800 | - | - | - | - | - |
| 12194 Outbound Freight-Store | 28,884,966 | 37,913,353 | 66,798,319 | 2,259 | - | - | - | - | - |
| 12195 Vendor to Store Freight-SLS | 4,187,608 | 2,391,349 | 6,578,957 | - | - | - | - | - | - |
| 12196 Vendor to Store Frt-Non SLS | 214,735 | 15,549 | 230,284 | - | - | - | - | - | - |
| 12310 Physical Inventory Impact | (15,941,053) | (11,956,031) | (27,897,084) | - | - | - | - | - | - |
| 12320 Waste Accrual | (18,006,519) | (19,239,594) | (37,246,113) | - | - | - | - | - | - |
| 12413 SKU 991 Revaluation | - | 2,878,992 | 2,878,992 | - | - | - | - | - | - |
| 12414 SKU 991 Markdowns | - | (12,959,010) | (12,959,010) | - | - | - | - | - | - |
| 12415 Clearance Mkdn-Corp | (37,744,685) | (36,189,347) | (73,934,032) | 134,798 | - | - | - | - | - |
| 12416 RIM Item Adjustment | - | (9,058,853) | (9,058,853) | - | - | - | - | - | - |
| 12417 Clearance Mkdn-Stores Directed | (8,278,785) | (1,491,746) | (9,770,531) | (1,489,018) | - | - | - | - | - |
| 12418 Hardline Discontinued Markdown | - | (7,320,668) | (7,320,668) | - | - | - | - | - | - |
| 12430 NCC-3d PTY Markdowns Retail | - | (268,507) | (268,507) | (268,507) | - | - | - | - | - |
| 12431 NCC-Recall Markdowns Retail | - | 60 | 60 | 60 | - | - | - | - | - |
| 12432 NCC-HW Markdowns Retail | - | (3,524,705) | (3,524,705) | (3,524,705) | - | - | - | - | - |
| 12433 NCC-AE Markdowns Retail | - | (1,461,539) | (1,461,539) | (1,461,539) | - | - | - | - | - |
| 12434 NCC A&E L/G Markdowns Retail | - | (218) | (218) | (218) | - | - | - | - | - |
| 12435 NCC A&E SIG Markdowns Retail | - | - | - | - | - | - | - | - | - |
| 12436 NCC Non-Claim Mkdwn Retail | - | (2,338,539) | (2,338,539) | (2,338,539) | - | - | - | - | - |
| 12437 NCC OEM Mkdwns Retail | - | (765,380) | (765,380) | (765,380) | - | - | - | - | - |
| 12445 Advertised Sales | (239,646,910) | (859,841,162) | (1,099,488,072) | (483,851) | - | - | - | - | - |
| 12450 Local Promotional Reductions | - | (50,750,912) | (50,750,912) | (7,840,672) | - | - | - | - | - |
| 12455 Stolen Merchandise | (3,056,876) | - | (3,056,876) | - | - | - | - | - | - |
| 12460 Salescheck Markdown | - | 201,097 | 201,097 | (127,809) | - | - | - | - | - |
| 12461 IW Trade In Markdown | - | (19,604,012) | (19,604,012) | (19,590,643) | - | - | - | - | - |
| 12462 PA Trade In Markdown | - | 75,874 | 75,874 | 75,874 | - | - | - | - | - |
| 12470 Associate Discount Markdowns | (219,892) | (668,437) | (888,329) | (64,649) | - | - | - | - | - |
| 12471 Non-Associate Discounts | - | (4,414,906) | (4,414,906) | (4,414,906) | - | - | - | - | - |
| 12475 Double Coupon Markdowns | - | - | - | - | - | - | - | - | - |
| 12476 Promotional Gift Card Markdowns | - | - | - | - | - | - | - | - | - |
| 12477 Register Rewards Markdowns | (1,083,943) | - | (1,083,943) | - | - | - | - | - | - |
| 12478 Loyalty Rewards Markdowns | (5,671,798) | - | (5,671,798) | - | - | - | - | - | - |
| 12499 REDUCTION CONTRA SERVICE PRTS | - | (1,691,263) | (1,691,263) | (1,691,567) | - | - | - | - | - |
| 12550 DC Purchases | 2,328,019,567 | 567,851,474 | 2,895,871,041 | - | - | - | 181,541,561 | - | 415,759,079 |
| 12551 Royalties-DC | 3,777 | - | 3,777 | - | - | - | - | - | - |
| 12555 Purchases Overhead-Prior Cycle | 5,283,884 | - | 5,283,884 | - | - | - | - | - | - |
| 12580 Warehouse Shipments | (1,582,327,009) | (4,580,136,931) | (6,162,463,940) | (142,345,913) | - | - | (203,113,519) | - | (496,509,216) |
| 12590 Opening Inventory - DCs | - | - | - | - | - | - | - | - | - |
| 12599 RECEIPTS CONTRA SERVICE PARTS | - | 43 | 43 | 43 | - | - | - | - | - |
| 12600 Import Inventory Upcharge | 73,492,726 | 36,637,331 | 110,130,057 | - | - | - | 36,637,331 | - | 73,492,726 |
| 12603 IMPORT BANK DRAFT | - | - | - | - | - | - | - | - | - |
| 12605 IMPORT CLEARING FACTOR CREDITS | - | - | - | - | - | - | - | - | - |
| 12608 IMPORT COMMISSION | - | - | - | - | - | - | - | - | - |
| 12609 IMPORT MISC. RECLASS | - | - | - | - | - | - | - | - | - |
| 12612 IMPORT DUTY | - | - | - | - | - | - | - | - | - |
| 12613 IMPORT USER FEES | - | - | - | - | - | - | - | - | - |
| 12618 IMPORT ADD/CVD DUTIES | - | - | - | - | - | - | - | - | - |
| 12620 Transhipments | (821,727,957) | - | (821,727,957) | - | - | - | - | - | - |
| 12622 IMPORT OZONE DEPLETION TAX | - | - | - | - | - | - | - | - | - |
| 12624 IMPORT SHARED SERVICE | - | - | - | - | - | - | - | - | - |
| 12625 IMPORT TEMPORARY FREIGHT | - | - | - | - | - | - | - | - | - |
| 12627 IMPORT FRITZ RECLASS | - | - | - | - | - | - | - | - | - |
| 12628 IMPORT U.S. CUSTOMS | - | - | - | - | - | - | - | - | - |
| 12629 IMPORT INV CLEAR/EXTEND TERM | - | - | - | - | - | - | - | - | - |
| 12630 DC Shrinkage Results | 9,585,705 | 2,382,435 | 11,968,140 | - | - | - | - | - | - |
| 12631 IMPORT UNDISTRIBUTEDSBANK | - | - | - | - | - | - | - | - | - |
| 12632 IMPORT FILE MERCHANDISE | - | 461,848,134 | 461,848,134 | - | - | - | 461,848,134 | - | - |
| 12633 IMPORT FILE DUTY | - | 20,139,586 | 20,139,586 | - | - | - | - | - | - |
| 12634 IMPORT FILE OCEAN FREIGHT | - | 17,709,917 | 17,709,917 | - | - | - | - | - | - |
| 12635 IMPORT FILE FACTOR | - | 15,672,414 | 15,672,414 | - | - | - | - | - | - |
| 12636 IMPORT ROYALTY CONTRACT | - | 391,538 | 391,538 | - | - | - | - | - | - |
| 12637 IMPORT FILE STORAGE CREDIT | - | (467,275,979) | (467,275,979) | - | - | - | (467,275,979) | - | - |
| 12638 IMPORT BUSINESS INCREMENTS | - | 7,455,222 | 7,455,222 | - | - | - | 7,455,222 | - | - |
| 12639 IMPORT COST CLAIMS | - | 339,178 | 339,178 | - | - | - | 339,178 | - | - |

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Sears Holdings Corporation
Borrowing Base Certificate
Inventory in Foreign Location
As of 10/6/2018

Foreign

| | | |
|---------------|---|-----|
| | - | |
| | - | |
| Total Foreign | - | (I) |

Sears Holdings Corporation
Borrowing Base Certificate
Ineligible Inventory
As of 10/6/2018

| Division | Amount | |
|----------------------------|---------------|------|
| DIV0774 SEAFOOD | - | |
| BUS0008 RESTAURANT | 349,024 | |
| DIV0071 READERS MARKET | 1,618,401 | |
| DIV0074 WHOLESALE FRT/FEES | - | |
| DIV0079 GASOLINE | - | |
| DPT0192 LIVE PLANTS | 1,072,100 | (K6) |
| GRP1245 DECORATIVE FLOWERS | 66,869 | (K6) |

Sears Holdings Corporation
Borrowing Base Certificate
Eligible Credit Card Receivables
As of 10/6/2018

| | | Total Sears | Less Accounting Adjustment | Less Orchard | Total Sears (excluding Orchard and Accounting Adj) | Total Kmart | Accounting Adjustment | Total Kmart (excluding Accounting Adj) |
|---|---------------------|-------------------|----------------------------------|--------------|---|-------------------|--------------------------|--|
| 11500 A/R SEARS MASTERCARD | Reporting Divisions | 799 | - | - | 799 | - | - | - |
| 11505 A/R COMMERCIAL ONE | Reporting Divisions | - | - | - | - | - | - | - |
| 11506 BLUE TARP BASE COMM 1 | Reporting Divisions | - | - | - | - | - | - | - |
| 11507 BLUE TARP BASE COMM 1 R | Reporting Divisions | - | - | - | - | - | - | - |
| 11510 A/R DEBIT CARDS | Reporting Divisions | 1,385,023,570 | - | - | 1,385,023,570 | - | - | - |
| 11511 A/R DEBIT CARDS SETTLEMENT | Reporting Divisions | (1,385,034,045) | - | - | (1,385,034,045) | - | - | - |
| 11512 HSBC SALES & PYMTS CLEARANCE | Reporting Divisions | - | - | - | - | - | - | - |
| 11513 WEX Card Sales | Reporting Divisions | - | - | - | - | - | - | - |
| 11515 A/R DISCOVER CARD SETTLEMENT | Reporting Divisions | (13,425,987) | - | - | (13,425,987) | - | - | - |
| 11516 A/R DISCOVER CARD SALES | Reporting Divisions | 13,423,611 | - | - | 13,423,611 | - | - | - |
| 11517 A/R DISCOVER CARD PAYMENTS | Reporting Divisions | - | - | - | - | - | - | - |
| 11518 A/R DISCOVER CARD DEL BILL | Reporting Divisions | - | - | - | - | - | - | - |
| 11519 A/R BARCLAYS | Reporting Divisions | - | - | - | - | - | - | - |
| 11525 A/R AMERICAN EXPRESS | Reporting Divisions | 415,124,805 | - | - | 415,124,805 | - | - | - |
| 11526 A/R AMERICAN EXPRESS SETTLEMEN | Reporting Divisions | (415,143,664) | - | - | (415,143,664) | - | - | - |
| 11527 A/R PAYPAL | Reporting Divisions | - | - | - | - | - | - | - |
| 11528 Ebilme Receivable | Reporting Divisions | - | - | - | - | - | - | - |
| 11530 A/R VISA MC SETTLEMENT | Reporting Divisions | (3,037,919,543) | - | - | (3,037,919,543) | - | - | - |
| 11531 A/R VISA MC SALES | Reporting Divisions | 3,037,965,897 | - | - | 3,037,965,897 | - | - | - |
| 11532 A/R VISA MC PRIOR MONTH | Reporting Divisions | - | - | - | - | - | - | - |
| 11535 A/R SEARS CARD | Reporting Divisions | 11,709 | - | - | 11,709 | - | - | - |
| 19310 Kmart Cash 3rd Party Recble | Reporting Divisions | - | - | - | - | - | - | - |
| A01115 Bankcard Transactions | Reporting Divisions | 27,152 | - | - | 27,152 | - | - | - |
| | | | | | | | | |
| 10470 CHARGE CARD DEPOSITS | Reporting Divisions | - | - | - | - | 89,403 | - | 89,403 |
| 10471 HSBC KMART | Reporting Divisions | - | - | - | - | 1 | - | 1 |
| 10472 CC 3RD PARTY IN-TRANSIT | Reporting Divisions | 50,301,742 | - | - | 50,301,742 | 13,888,793 | - | 13,888,793 |
| 10480 INSTALLMENT LOANS | Reporting Divisions | - | - | - | - | - | - | - |
| 10490 Other Charge Card Deposits | Reporting Divisions | - | - | - | - | - | - | - |
| A01106 Credit Card Deposits in Transit | Reporting Divisions | 50,301,742 | - | - | 50,301,742 | 13,978,197 | - | 13,978,197 |
| | | | | | | | | |
| 10333 BANK OF AMERICA #1 | Reporting Divisions | (7,980) | - | - | (7,980) | 1 | - | 1 |
| 10334 MELLON/RADIX(DISCOVER PYMT) | Reporting Divisions | - | - | - | - | - | - | - |
| 10334 MELLON/RADIX(DISCOVER PYMT) | Reporting Divisions | (7,980) | - | - | (7,980) | 1 | - | 1 |
| | | | | | | | | |
| 10472 CC 3RD PARTY IN-TRANSIT | DIV6142 BARCLAYS - | - | - | - | - | 1 | - | 1 |
| 10472 CC 3RD PARTY IN-TRANSIT | DIV6157 BLUE TARP F | 568,040 | - | - | 568,040 | - | - | - |
| | | | | | | | | |
| Total Eligible Credit Card Receivables | (L) | | | | 49,752,874 | | | 13,978,197 |

memo:

Bankcard transactions represents Sears branded card sales (Citi) that settle 2-3 days after period close (approx)

Credit Card Deposits in Transit represent third party i.e. Visa, Amex, that settle 2-3 days after period close (approx)

We consider all of these transactions as credit card receivables in the calculation.

Sears Holdings Corporation
Borrowing Base Certificate
Gift Card Liability
As of 10/6/2018

| Type of Card | | Amount | |
|------------------------------------|--------------------------------------|---------------------|------------|
| Lands' End Summary Hist | | | |
| | A02113 Gift Certificates | - | |
| 39001 SEARS GIFT CARD | A02113 Gift Certificates | (34,519,453) | |
| 39002 KMART GIFT CARD | A02113 Gift Certificates | (5,612,218) | |
| 39005 PUERTO RICO GIFT CARD | 21248 GC LIABILITY-SEARS PUERTO RICO | (304,245) | |
| 39005 PUERTO RICO GIFT CARD | 21247 GC LIABILITY-KMART PUERTO RICO | (140,749) | |
| Sears Gift Card Liability | | (34,823,698) | (M) |
| Kmart Gift Card Liability | | (5,752,967) | (M) |
| Sears Gift Card Liability (50%) | | (17,411,849) | |
| Kmart Gift Card Liability (50%) | | (2,876,484) | |

Sears Holdings Corporation
Borrowing Base Certificate
Distribution Rent Reserve
As of 10/6/2018

| Location | Rent | DC Satellite Facility Rent | Storage Rent | Storage Rent | Total Full Year Rent | 2 Months if inventory > \$25M | Merchandise Inventory |
|--------------------------------|-------------------|-------------------------------|---------------|----------------|----------------------|----------------------------------|---------------------------------------|
| 00087 ONTARIO - ONLI | - | - | - | - | - | - | 08287 ONTARIO RDC 34,310,150 |
| 08287 ONTARIO RDC | 1,711,500 | - | - | - | 1,711,500 | 285,250 | 08287 ONTARIO RDC 34,310,150 |
| 08272 SPARKS RDC | - | - | - | - | - | - | 08272 SPARKS RDC - |
| 08273 LAWRENCE R | 305,256 | - | - | - | 305,256 | 50,876 | 08273 LAWRENCE RC 26,686,500 |
| 08290 DENVER RDC | 4,030,475 | - | - | - | 4,030,475 | - | 08290 DENVER RDC - |
| 08298 SHAKOPEE RI | - | - | - | - | - | - | 08298 SHAKOPEE RD - |
| 08275 MORRISVILLE | 1,303,991 | - | - | - | 1,303,991 | 217,332 | 08275 MORRISVILLE I 36,421,695 |
| 08276 KMART PUERTO | - | - | - | - | - | - | 08975 RIO PIEDRAS,PR 16,567,860 |
| 08274 CANTON DC | - | - | - | - | - | - | 08274 CANTON DC - |
| 08288 GREENSBORO | - | - | - | - | - | - | 08288 GREENSBORO - |
| 08303 CORSICANA DC | - | - | - | - | - | - | 08303 CORSICANA DC - |
| 08781 CHAMBERSBURG | 4,212,032 | - | - | 261,521 | 4,473,553 | 745,592 | 08781 CHAMBERSBURG 50,595,372 |
| 08936 GROVEPORT RS | 7,247 | - | - | - | 7,247 | - | 08936 GROVEPORT RSC 908,684 |
| 08937 FOREST PARK R | - | - | - | - | - | - | 08937 FOREST PARK RS - |
| 07991 EDISON (ADS) TPW-KM | - | - | - | - | - | - | 07991 EDISON (ADS) TPW-KM/ 47,151,141 |
| 08780 MIRA LOMA RSC | 3,507,780 | - | - | - | 3,507,780 | 584,630 | 08780 MIRA LOMA RSC 47,151,141 |
| 07992 MIRA LOMA FDC-KMAR | - | - | - | - | - | - | 07992 MIRA LOMA FDC-KMAR1 - |
| Kmart Logistics | 15,078,281 | - | - | 261,521 | 15,339,802 | 1,883,680 | (N) |
| 00020 COLUMBUS - ONLIN | - | - | - | - | - | - | 00420 COLUMBUS - RRC - |
| 45373 COLUMBUS RRC | - | - | - | - | - | - | 00420 COLUMBUS - RRC - |
| 45432 COLUMBUS DDC | 3,348,660 | - | - | - | 3,348,660 | - | 08862 COLUMBUS - DDC 15,301,094 |
| 08712 COLUMBUS - MDO | - | - | - | - | - | - | 08712 COLUMBUS - MDO 908,684 |
| 45081 COLUMBUS - MDO | 292,221 | - | - | - | 292,221 | - | 08712 COLUMBUS - MDO 908,684 |
| 00043 WILKES-BARRE - OI | - | - | - | - | - | - | 00443 WILKES-BARRE - RR 45,429,552 |
| 45376 WILKES-BARRE RRI | - | 3,528,290 | - | - | 3,528,290 | 588,048 | 00443 WILKES-BARRE - RR 45,429,552 |
| 00047 DC CUST DIR FULFI | - | - | - | - | - | - | 00470 MANTENO CDFC 30,341 |
| 45375 MANTENO RRC | 2,739,480 | - | - | - | 2,739,480 | 456,580 | 00440 MANTENO - RRC 45,275,165 |
| 00049 DELANO - ONLINE I | - | - | - | - | - | - | 00449 DELANO RRC 63,505,606 |
| 45379 DELANO RRC | 481,200 | - | - | - | 481,200 | 80,200 | 00449 DELANO RRC 63,505,606 |
| 08110 MIRA LOMA FDC-SEAR | - | - | - | - | - | - | 08110 MIRA LOMA FDC-SEARS - |
| 08710 GROVE CITY - CRC | - | - | - | - | - | - | 08710 GROVEPORT - CRC 2,172,861 |
| 08744 ALLENTOWN - MDO | - | - | - | - | - | - | 08744 ALLENTOWN - MDO 688,701 |
| 45177 ALLENTOWN - MDO | 350,352 | - | - | - | 350,352 | - | 08744 ALLENTOWN - MDO 688,701 |
| 08776 OLIVE BRANCH-MEMPHIS-DDC | - | - | - | - | - | - | 08776 OLIVE BRANCH-DDC 12,054,831 |
| 45431 OLIVE BRANCH DDC | 2,046,800 | - | - | - | 2,046,800 | - | 08776 OLIVE BRANCH-DDC 12,054,831 |
| 08815 SUNRISE - MDO | - | - | - | - | - | - | 08815 SUNRISE - MDO 490,052 |
| 45149 SUNRISE - MDO | 573,891 | - | - | - | 573,891 | - | 08815 SUNRISE - MDO 490,052 |
| 08838 MDO - DOS INVENTOR | - | - | - | - | - | - | 08838 MDO - DOS INVENTORY 153,456 |
| 45165 CHESAPEAKE - MDO | 156,596 | - | - | - | 156,596 | - | 08838 MDO - DOS INVENTORY 153,456 |
| 08873 GOULDSBORO-DDC | - | - | - | - | - | - | 08873 GOULDSBORO-DDC 22,294,982 |
| 45564 GOULDSBORO DDC | 4,381,020 | - | - | - | 4,381,020 | - | 08873 GOULDSBORO-DDC 22,294,982 |
| 08975 RIO PIEDRAS,PR | - | - | 61,020 | - | - | - | 08975 RIO PIEDRAS,PR 16,567,860 |
| 45056 RIO PIEDRAS OPER | 527,283 | - | - | - | 588,303 | - | 45056 RIO PIEDRAS OPER I - |
| 00433 MIDDLETOWN - TD | - | - | - | - | - | - | 00433 MIDDLETOWN - TDC 4,402,858 |
| 45459 MIDDLETOWN - T | 2,313,313 | - | - | - | 2,313,313 | - | 00433 MIDDLETOWN - TDC 4,402,858 |
| 09323 WOODLAND - CRC | - | - | - | - | - | - | 09323 WOODLAND - CRC - |
| 09493 ATLANTA - CRC | - | - | - | - | - | - | 09493 ATLANTA - CRC - |
| 45460 ATLANTA - TDC | - | - | - | - | - | - | 00435 ATLANTA - TDC (CLS) - |
| 45053 KENT ANNEX | - | - | - | - | - | - | 45053 KENT ANNEX - |
| 45415 KENT DDC | - | 463,624 | - | - | 463,624 | - | 08709 KENT - DDC 10,898,548 |
| 45055 JACKSONVILLE - | - | - | - | - | - | - | 45055 JACKSONVILLE - - |
| 45422 JACKSONVILLE DDC | 1,674,565 | - | - | - | 1,674,565 | - | 08761 INNOVEL OCALA DDI 14,663,405 |
| 45374 JACKSONVILLE RRC | - | 406,230 | - | - | 406,230 | 67,705 | 00425 JACKSONVILLE RRC 27,777,502 |
| 45417 ONTARIO - DDC | 3,799,572 | - | - | - | 3,799,572 | - | 08729 ONTARIO - DDC 22,027,362 |
| 45438 DALLAS DDC | 192,530 | - | - | - | 192,530 | - | 08870 DALLAS - DDC 24,941,288 |
| 45439 ROMEVILLE - DDC | 2,867,040 | - | - | - | 2,867,040 | - | 08871 ROMEVILLE - DDC 15,323,784 |
| 45440 PENDERGRASS DDC | 2,522,204 | - | - | - | 2,522,204 | - | 08872 PENDERGRASS - DD 15,063,808 |
| 45366 NAPERVILLE - SLS | 2,882,383 | - | - | - | 2,882,383 | - | SONLDOM 09300 F 12,091,664 |
| 45575 STOCKTON DDC | 3,241,073 | - | - | - | 3,241,073 | - | 08915 STOCKTON DDC 13,761,038 |
| 45377 MEMPHIS RRC | - | - | - | - | - | - | 00446 MEMPHIS - RRC - |
| 45378 GARLAND RRC | 1,485,843 | - | - | - | 1,485,843 | 247,641 | 00447 GARLAND - RRC - |
| 45443 NAPERVILLE-TGIDC - SLS | - | - | - | - | - | - | 45443 NAPERVILLE-TGIDC - SLS - |
| 45595 DART WAREHOUSE-KC | - | - | - | - | - | - | 08198 NAPERVILLE(DART) TPW-KCD - |
| 08823 DULLES - MDO | - | - | - | - | - | - | 08823 DULLES - MDO 291,092 |
| 08897 KENT - MIXLOAD | - | - | - | - | - | - | 08897 KENT - MIXLOAD 852,157 |
| PRDIST 08976 ROYER | 581,943 | - | - | - | 581,943 | - | PRDIST 08976 ROYERSI 16,681,137 |
| 45303 SLS - TRANS RRC I/B OTH | - | - | - | - | - | - | 45303 SLS - TRANS RRC I/B OTH - |
| Sears Logistics | 36,457,969 | 4,398,144 | 61,020 | - | 40,917,133 | 1,440,174 | (N) |
| Total SHC | 51,536,250 | 4,398,144 | 61,020 | 261,521 | 56,256,935 | 3,323,854 | |

Sears Holdings Corporation
Borrowing Base Certificate
Store Rent Reserve
As of 10/6/2018

| | | | | | | 2 Months | |
|-------------|-----------|---------|-----------|--------------------|-------------------------------|-------------------------------|-----------|
| | Rent | Rent | Rent | Percentage Rent | Common Area Maintenance | Common Area Maintenance | Total |
| Kmart Total | 1,367,883 | 155,663 | 1,523,546 | 78,715 | 2,936,832 | - | 3,549,683 |
| | | | | | | | - |
| Sears Total | 405,662 | 312,259 | 717,921 | 74,475 | 3,688,128 | 31,347 | 2,125,637 |
| | | | | | | | - |

Sears Holdings Corporation
Borrowing Base Certificate
PACA PASA
As of 10/6/2018

DUNSNOX

| VNAME | RAPS PENDING |
|--------------------------------|---------------------|
| 605709 BELAU FARMS | 514.30 |
| 539874 CHEF KO SAUSAGE COMPANY | -286.22 |
| 976824 LA CONFISERIE INC | 654.02 |
| 130514110 OROWEAT FOODS CO | 0.00 |

882 (P)

Sears Holdings Corporation
Borrowing Base Certificate
Credit Card Receivables Owed to PR
As of 10/6/2018

| Location | Amount | 3 days of monthly revenue | |
|---|------------------|--------------------------------------|-----|
| INSIDEK 02525 CAYEY, PR | - | - | |
| INSIDEK 02535 JUANA DIAZ, PR | (1,825) | (183) | |
| INSIDEK 02575 VEGA ALTA, PR | (1,462) | (146) | |
| INSIDEK 02585 YAUCO, PR | (1,719) | (172) | |
| INSIDEK 02870 GUAYNABO, PR | (1,392) | (139) | |
| INSIDEK 02871 BAYAMON, PR | (3,296) | (330) | |
| INSIDEK 04738 CAROLINA, PR | (1,785) | (179) | |
| INSIDEK 09072 RIO PIEDRAS, PR | (2,605) | (261) | |
| Total Monthly Revenues SPC - PR from Kmart | (14,084) | (1,408) | (a) |
| FLS 01085 CAGUAS, PR | (125,371) | (12,537) | |
| FLS 01935 MAYAGUEZ, PR | (108,345) | (10,835) | |
| FLS 01945 PONCE, PR | (109,118) | (10,912) | |
| FLS 02355 HATILLO, PR | (73,118) | (7,312) | |
| FLS 02675 GUAYAMA, PR | (19,488) | (1,949) | |
| FLS 01905 SAN JUAN, PR | (249,107) | (24,911) | |
| FLS 01915 BAYAMON, PR | (35,377) | (3,538) | |
| FLS 01925 CAROLINA, PR | (93,098) | (9,310) | |
| FLS 02085 FAJARDO, PR | (36,166) | (3,617) | |
| FLS 08463 SAN JUAN, PR | - | - | |
| FLSONLPR09313 MANTENO, IL | - | - | |
| SVCCPA 08759 BAYAMON, PR | - | - | |
| SVCCPA 09470 BAYAMON, PR | - | - | |
| INSVCS 07472 GUAYNABO, PR | - | - | |
| CSCTRS 04416 RIO PIEDRAS, PR | - | - | |
| Total Monthly Revenues SPC - PR from Sears | (849,188) | (84,919) | (a) |
| Total SHC | | (86,327) | |

Sears Holdings Corporation
Borrowing Base Certificate
Letter of Credit % - OTW In-transit
As of 10/6/2018

| | | | |
|----------------|---|-------------------|-------|
| 186,131,477.71 | W | Wire | 92.5% |
| 15,158,064.20 | L | L.C | 7.5% |
| 15,575.50 | F | Free goods | 0.0% |
| 201,305,117.41 | | OTW As of 10/6/18 | |

(R)

Sears Holdings Corporation
Borrowing Base Certificate
Pharmacy Accounts Receivable
As of 10/6/2018

Reporting Divisions
Kmart Operations
External Analysis
2018 Actuals
HTD(Sep)

11110 A/R - PHARMACY RECEIVABLE

14,510,723 (S1)

CHECKS ARE AGED BASED ON RECEIVE DATE, CLAIMS ARE AGED BASED ON FILL DATE

CHECKS ARE AGED BASED ON RECEIVE DATE, CLAIMS ARE AGED BASED ON FILL DATE

CHECKS ARE AGED BASED ON RECEIVE DATE, CLAIMS ARE AGED BASED ON FILL DATE

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CHECKS ARE AGED BASED ON RECEIVE DATE, CLAIMS ARE AGED BASED ON FILL DATE

CHECKS ARE AGED BASED ON RECEIVE DATE, CLAIMS ARE AGED BASED ON FILL DATE

JX 028-34

| Tracking Summary | | | |
|---|--------------|--------------|---------------------|
| | Sears | Kmart | Consolidated |
| Inventory Ineligibles | | | |
| Located at property not owned/leased by Loan Parties except Dealer Stores | \$ - | \$ - | \$ - |
| Accrued inventory without receiver in stock ledger | \$ - | \$ - | \$ - |
| Closed store inventory in excess of four weeks | \$ 11.9 | \$ 6.9 | \$ 18.9 |
| Pack away in excess of 12 months | \$ - | \$ - | \$ - |
| Layaway, sold not delivered (1) | \$ 82.2 | \$ 1.4 | \$ 83.7 |
| Supplies, packaging, shipping materials (2) | \$ - | \$ - | \$ - |
| Wholesale inventory as a percent of total inventory | | | 7.61% |
| Inventory Reserves | | | |
| Consignment A/P | \$ - | \$ 0.5 | \$ 0.5 |
| Lottery A/P (3) | \$ - | \$ - | \$ - |
| Ad Valorem Taxes (TX, TN, KY, AL) (4) | \$ 9.4 | \$ - | \$ 9.4 |
| Royalty A/P | \$ 2.2 | \$ 3.1 | \$ 5.3 |
| Pension Liability (5) | \$ 1,179.3 | \$ - | \$ 1,179.3 |
| Credit Card Receivable owed to PR | \$ 0.1 | \$ 0.0 | \$ 0.1 |
| Landing Costs | \$ - | \$ 2.5 | \$ 2.5 |
| Dealer Store A/P | \$ - | \$ - | \$ - |

(1) Amount reflected is unshipped, layaway is a non-stock ledger amount not reflected in BBC

(2) Supplies are removed from stock ledger

(3) Funded bank account, no liability outstanding

(4) Reflects 2016 annual payments, Sears and Kmart combined

(5) Contains both Kmart and Sears pension plans